

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

ARCH COAL, INC., *et al.*,

Reorganized Debtors.¹

Chapter 11
Case No. 16-40120-705

(Jointly Administered)

**NOTICE OF APPLICATION FOR ENTRY OF FINAL DECREE
CLOSING CHAPTER 11 CASES OF 58 REORGANIZED DEBTORS**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY.

YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 30 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED.

IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING, THE DATE OF WHICH WILL BE SENT TO YOU IF YOU FILE A RESPONSE. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEYS.

¹ The Debtors are listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

**APPLICATION FOR ENTRY OF FINAL DECREE CLOSING
CHAPTER 11 CASES OF 58 REORGANIZED DEBTORS**

NOW COME Arch Coal, Inc. and its subsidiaries as successors to the debtors and debtors in possession in these proceedings (collectively, the “**Debtors**” or “**Reorganized Debtors**”) and move this Court for entry of a final decree closing the chapter 11 cases of 58 Reorganized Debtors. In support of this application (the “**Application**”), the Reorganized Debtors show the Court as follows:

Relief Requested

1. By this Application, and pursuant to section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 3022(A) of the Local Bankruptcy Rules for the Eastern District of Missouri (the “**Local Rules**”), the Reorganized Debtors request entry of an order (the “**Proposed Order**”)² entering a final decree closing the bankruptcy cases of 58 Reorganized Debtors listed on **Exhibit A**, attached hereto (the “**Fully Administered Cases**”). Entry of a final decree closing the Fully Administered Cases is appropriate because the outstanding claims in each case have been fully resolved or will be fully resolved by January 27, 2017,³ and the cases have been fully administered but for strictly ministerial final distributions to creditors.

² A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ Case Information Website at <https://cases.primeclerk.com/archcoal>.

³ A small number of open claims remain on the claims register in the cases of ICG Eastern, LLC (No. 16-40163), ICG, LLC (No. 16-40160), Catenary Holdco, Inc. (No. 16-40151) and Lone Mountain Processing, Inc. (No. 16-40127). Pursuant to discussions with the claimants, the Reorganized Debtors expect such claims to be withdrawn. To the extent that any such claims are not withdrawn, the Reorganized Debtors will withdraw the applicable cases from the relief requested in this Application and the proposed final decree to be submitted to the Court.

Jurisdiction

2. This Court has jurisdiction over this Application under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

Background

3. The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on January 11, 2016 (the “**Petition Date**”).

4. On September 15, 2016, the Court entered an order [as amended, ECF No. 1334] (the “**Confirmation Order**”), confirming the *Debtors’ Fourth Amended Joint Plan of Reorganization* (the “**Plan**”). The Effective Date of the Plan occurred on October 5, 2016.

5. The Debtors’ cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* entered by this Court on January 13, 2016 in each of the Debtors’ cases.

6. The Court entered the *Order Establishing Certain Notice, Case Management and Administrative Procedures* on January 21, 2016 [ECF No. 155] (the “**Case Management Order**”).

7. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Declaration of John T. Drexler, Senior Vice President and Chief Financial Officer of Arch Coal, Inc.*, filed on the Petition Date [ECF No. 3], which is incorporated herein by reference.

Argument

8. The Fully Administered Cases are ready to be closed because the outstanding claims in each case have either been fully resolved or will be fully resolved by January 27, 2017. The remaining final distribution to be made to creditors is a strictly ministerial function of the

Reorganized Debtors. The Reorganized Debtors do not anticipate any issues requiring judicial action that would warrant keeping the Fully Administered Cases open. Entry of a final decree is, therefore, appropriate.

9. Pursuant to Local Rule 3022(A), the Reorganized Debtors disclose additional information in the following table:

Question	Response
(1) The date the amended order confirming the Plan became final:	September 30, 2016
(2) Whether deposits required by the Plan have been made:	Not Applicable
(3) Whether the property proposed by the Plan to be transferred has been transferred:	Yes
(4) Whether each debtor or successor of each debtor under the Plan has assumed the business or the management of the property dealt with by the Plan:	Yes
(5) Whether payments under the Plan have commenced:	Yes
(6) A breakdown of the disbursements, as applicable, from the inception of the case for fees and expenses of the debtor's counsel and other professionals:	Not applicable, as fees and expenses were not allocated to particular Debtors in these jointly administered cases
(7) The percentage dividend paid and/or to be paid, or an explanation of why the dividend percentage is not yet determinable:	The percentage is not yet determinable because the distributions in the Fully Administered cases depend, in some measure, on the resolution of outstanding claims objections in jointly administered cases that have not been fully administered. Parties interested in reviewing estimated distributions are referred to pages 6–10 of the Disclosure Statement dated July 6, 2016 [ECF No. 1091] and the disclaimers contained therein.

(8) The status of all pending motions, contested matters, objections to claims, and adversary proceedings:	All pending motions, contested matters, adversary proceedings and objections to claims are resolved or will be resolved by January 27, 2017.
(9) A list of all motions, contested matters, objections to claims, and adversary proceedings which are to be filed:	None
(10) Whether all fees due to the United States Trustee have been paid:	Yes

WHEREFORE, the Debtors respectfully request that this Court:

- (a) enter a final decree closing the Fully Administered Cases, and
- (b) grant the Reorganized Debtors such other and further relief as is just and proper.

Dated: December 28, 2016
New York, New York

Respectfully submitted,
DAVIS POLK & WARDWELL LLP

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SCHEDULE 1Debtor Entities

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|-----|--------------------------------------|-----|------------------------------------|
| 1. | ACI Terminal, LLC | 37. | ICG Eastern, LLC |
| 2. | Allegheny Land Company | 38. | ICG Eastern Land, LLC |
| 3. | Apogee Holdco, Inc. | 39. | ICG Illinois, LLC |
| 4. | Arch Coal, Inc. | 40. | ICG Natural Resources, LLC |
| 5. | Arch Coal Sales Company, Inc. | 41. | ICG Tygart Valley, LLC |
| 6. | Arch Coal West, LLC | 42. | International Coal Group, Inc. |
| 7. | Arch Development, LLC | 43. | Jacobs Ranch Coal LLC |
| 8. | Arch Energy Resources, LLC | 44. | Jacobs Ranch Holdings I LLC |
| 9. | Arch Reclamation Services, Inc. | 45. | Jacobs Ranch Holdings II LLC |
| 10. | Arch Western Acquisition Corporation | 46. | Juliana Mining Company, Inc. |
| 11. | Arch Western Acquisition, LLC | 47. | King Knob Coal Co., Inc. |
| 12. | Arch Western Bituminous Group, LLC | 48. | Lone Mountain Processing, Inc. |
| 13. | Arch Western Finance LLC | 49. | Marine Coal Sales Company |
| 14. | Arch Western Resources, LLC | 50. | Melrose Coal Company, Inc. |
| 15. | Arch of Wyoming, LLC | 51. | Mingo Logan Coal Company |
| 16. | Ark Land Company | 52. | Mountain Coal Company, L.L.C. |
| 17. | Ark Land KH, Inc. | 53. | Mountain Gem Land, Inc. |
| 18. | Ark Land LT, Inc. | 54. | Mountain Mining, Inc. |
| 19. | Ark Land WR, Inc. | 55. | Mountaineer Land Company |
| 20. | Ashland Terminal, Inc. | 56. | Otter Creek Coal, LLC |
| 21. | Bronco Mining Company, Inc. | 57. | Patriot Mining Company, Inc. |
| 22. | Catenary Coal Holdings, Inc. | 58. | P.C. Holding, Inc. |
| 23. | Catenary HoldCo, Inc. | 59. | Powell Mountain Energy, LLC |
| 24. | Coal-Mac, Inc. | 60. | Prairie Coal Company, LLC |
| 25. | CoalQuest Development LLC | 61. | Prairie Holdings, Inc. |
| 26. | Cumberland River Coal Company | 62. | Saddleback Hills Coal Company |
| 27. | Energy Development Co. | 63. | Shelby Run Mining Company, LLC |
| 28. | Hawthorne Coal Company, Inc. | 64. | Simba Group, Inc. |
| 29. | Hobet Holdco, Inc. | 65. | Thunder Basin Coal Company, L.L.C. |
| 30. | Hunter Ridge, Inc. | 66. | Triton Coal Company, L.L.C. |
| 31. | Hunter Ridge Coal Company | 67. | Upshur Property, Inc. |
| 32. | Hunter Ridge Holdings, Inc. | 68. | Vindex Energy Corporation |
| 33. | ICG, Inc. | 69. | Western Energy Resources, Inc. |
| 34. | ICG, LLC | 70. | White Wolf Energy, Inc. |
| 35. | ICG Beckley, LLC | 71. | Wolf Run Mining Company |
| 36. | ICG East Kentucky, LLC | | |

EXHIBIT A

Fully Administered Cases

	Debtor	Case No.
1.	ACI Terminal, LLC	16-40123
2.	Allegheny Land Company	16-40124
3.	Apogee Holdco, Inc.	16-40129
4.	Arch Coal West, LLC	16-40126
5.	Arch Development, LLC	16-40131
6.	Arch Energy Resources, LLC	16-40133
7.	Arch of Wyoming, LLC	16-40150
8.	Arch Reclamation Services, Inc.	16-40140
9.	Arch Western Acquisition Corporation	16-40148
10.	Arch Western Acquisition, LLC	16-40135
11.	Arch Western Bituminous Group, LLC	16-40139
12.	Arch Western Finance, LLC	16-40143
13.	Ark Land KH, Inc.	16-40122
14.	Ark Land LT, Inc.	16-40125
15.	Ark Land WR, Inc.	16-40128
16.	Ashland Terminal, Inc.	16-40137
17.	Bronco Mining Company, Inc.	16-40141
18.	Catenary Coal Holdings, Inc.	16-40145
19.	Catenary Holdco, Inc.	16-40151
20.	Cumberland River Coal Company	16-40161
21.	Energy Development Co.	16-40166
22.	Hawthorne Coal Company, Inc.	16-40170
23.	Hobet Holdco, Inc.	16-40174
24.	Hunter Ridge Coal Company	16-40179
25.	Hunter Ridge Holdings, Inc.	16-40180
26.	Hunter Ridge, Inc.	16-40177
27.	ICG Beckley, LLC	16-40157
28.	ICG East Kentucky, LLC	16-40159
29.	ICG Eastern Land, LLC	16-40165
30.	ICG Eastern, LLC	16-40163
31.	ICG Natural Resources, LLC	16-40175
32.	ICG, Inc.	16-40182
33.	ICG, LLC	16-40160
34.	International Coal Group, Inc.	16-40184
35.	Jacobs Ranch Coal LLC	16-40173
36.	Jacobs Ranch Holdings I LLC	16-40178
37.	Jacobs Ranch Holdings II LLC	16-40181

	Debtor	Case No.
38.	Juliana Mining Company, Inc.	16-40185
39.	King Knob Coal Co., Inc.	16-40121
40.	Lone Mountain Processing, Inc.	16-40127
41.	Marine Coal Sales Company	16-40130
42.	Melrose Coal Company, Inc.	16-40132
43.	Mountain Gem Land, Inc.	16-40138
44.	Mountain Mining, Inc.	16-40142
45.	Mountaineer Land Company	16-40144
46.	Otter Creek Coal, LLC	16-40186
47.	P.C. Holding, Inc.	16-40147
48.	Powell Mountain Energy, LLC	16-40187
49.	Prairie Coal Company, LLC	16-40191
50.	Prairie Holdings, Inc.	16-40152
51.	Saddleback Hills Coal Company	16-40155
52.	Shelby Run Mining Company, LLC	16-40188
53.	Simba Group, Inc.	16-40158
54.	Thunder Basin Coal Company, L.L.C.	16-40189
55.	Triton Coal Company, LLC	16-40190
56.	Upshur Property, Inc.	16-40162
57.	Western Energy Resources, Inc.	16-40169
58.	White Wolf Energy, Inc.	16-40172